

SAMUEL L. WINER  
251 WINDWARD PASSAGE, SUITE F  
CLEARWATER, FL 34630

(813) 448-0911

FAX (813) 449-8828

February 28, 1998

Division of Corporations  
P.O. Box 6227  
Tallahassee, FL 32314

Attention: Loria Poole  
Corporate Specialist

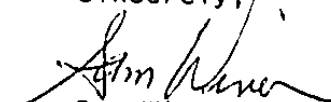
Dear Loria:

Please file the following Articles of Incorporation in the  
name of STARFLITE MUSIC NETWORK, INC.

I have enclosed a filing fee of \$ 70.00 and \$ 52.50 for a  
certified copy for a total of \$ 122.50.

Thank you for your help in this matter.

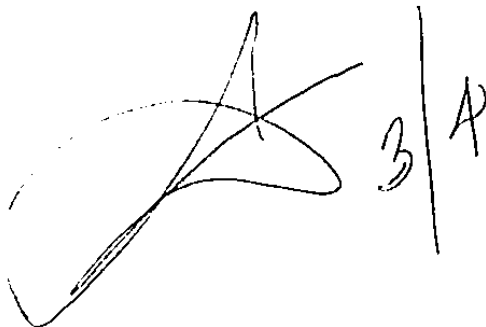
Sincerely,

  
Sam Winer

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FEB 28 1998  
FEE \$122.50

FILED  
96 MAR -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

filing.fl

  
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FILED  
96 MAR -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**STARFLITE MUSIC NETWORK, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - Name and Address**

The name of this corporation is STARFLITE MUSIC NETWORK, INC. The address of the corporation is: 251 WINDWARD PASSAGE, SUITE F, CLEARWATER, FL. 34630. The address of the corporation's principal office is 251 WINDWARD PASSAGE, SUITE F., CLEARWATER, FL. 34630.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - Capital Stock**

This corporation is authorized to issue 7,500 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 251 Windward Passage, Suite F., Clearwater, FL 34630, and the name of the initial registered agent of this corporation at that address is Samuel L. Winer.

#### **ARTICLE VI - Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Samuel L. Winer  
251 Windward Passage, Suite F  
Clearwater, FL 34630

#### **ARTICLE VII - Officers**

This corporation shall have a President and Secretary/Treasurer. The name and address of the initial officers of this corporation are:

Name	Title	Address
Samuel L. Winer	President	251 Windward Passage, Suite F Clearwater, FL 34630
Samuel L. Winer	Secretary/ Treasurer	251 Windward Passage, Suite F Clearwater, FL 34630

#### **ARTICLE VIII - Incorporator**

The name and address of the person signing these Articles is:

Name	Address
Samuel L. Winer	251 Windward Passage, Suite F Clearwater, FL 34630

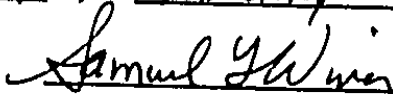
#### **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE X - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 29 day of FEBRUARY, 1996.

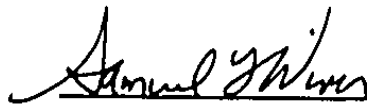
  
\_\_\_\_\_  
Samuel L. Winer

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA,**

Pursuant to Fla. State. §48.091, STARFLITE MUSIC NETWORK, INC., desiring to organize under the laws of the State of Florida, hereby designates SAMUEL L. WINER, located at 251 Windward Passage, Suite F., Clearwater, FL 34630, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. State. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
Samuel L. Winer

FILED  
96 MAR -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 MAR -4 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000019505

April 4, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Loria Poole  
Corporation Specialist

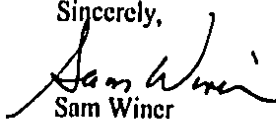
100001805711  
-05/02/96--D1095--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Loria:

Enclosed please find an amendment to the articles of incorporation filed with the state on March 4, 1996.

I have enclosed a check in the amount of \$35.00 to cover the costs of filing this change.

Sincerely,

  
Sam Winer

Sam Winer  
American Capital  
251 Windward Passage Suite F  
Clearwater, FL 34638

FILED  
APR 29 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NIC Amend  
38  
W960000008040

\*789,580,620,6720



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 16, 1996

Sam Winer  
% AMERICAN CAPITAL  
251 Windward Passage, Suite F  
Clearwater, FL 34630

**SUBJECT: STARFLITE MUSIC NETWORK, INC.**  
Ref. Number: P96000019505

We have received your document for STARFLITE MUSIC NETWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return the enclosed check for \$35.00 or a newly issued check with your corrected document.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 096A00017552

AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

FILED  
96 APR 29 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STARFLITE MUSIC NETWORK, INC.  
The document number on this corporation is P96000019505

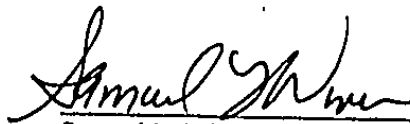
**Article I - Name and Address:**

This amendment, dated April 4, 1996, will change the name of the corporation to:

**THE MUSIC NETWORK, INC.**

The address of the corporation remains the same, which is 251 Windward Passage, Suite F., Clearwater FL 34630.

This Amendment has been voted on and is agreed upon unanimously by the stockholders of this corporation. It is further agreed that this will be the only change to the Articles of Incorporation filed with the State of Florida on March 4, 1996.

  
\_\_\_\_\_  
Samuel L. Winer,  
President/Secretary/Treasurer  
Resident Agent

April 4, 1996

P96000019505

June 20, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300001881963  
-07/02/96--01127--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attn: L. Poole  
Corporation Specialist

Dear Ms. Poole:

Enclosed please find an amendment to the Articles of Incorporation filed with the state on March 4, 1996.

I have enclosed a check in the amount of \$35.00 to cover the costs of filing this change.

Sincerely,

  
Sam Winer

W  
P96000019505

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
95 JUL 19 PM 12:02

APPROVED  
FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 11, 1996

SAM WINER  
251 WINDWARD PASSAGE SUITE F  
CLEARWATER, FL 34630

SUBJECT: THE MUSIC NETWORK, INC.  
Ref. Number: P96000019505

We have received your document for THE MUSIC NETWORK, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 996A00033702

AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
STARFLITE MUSIC NETWORK, INC.

The document number on this corporation is P96000019505

ARTICLE I - Name and Address

This amendment, dated July 17, 1996, will change the name of the corporation to:

**POWR RECORDS, INC.**

The address of the corporation remains the same, which is 251 Windward Passage, Suite F., Clearwater, FL 34630.

This Amendment has been voted on and is agreed upon unanimously by the stockholders of this corporation. It is further agreed that this will be the only change to the Articles of Incorporation filed with the State of Florida on March 4, 1996.



Samuel L. Winer  
President, Secretary/Treasurer  
Resident Agent

July 17, 1996

FILED  
JUL 19 1996  
CLERK OF DISTRICT COURT  
JUL 19 1996  
CLERK OF DISTRICT COURT

P96000019505

October 21, 1996

Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: L. Poole  
Corporation Specialist

300001984553--3  
-10/23/96--01095--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Ms. Poole:

Enclosed please an amendment to the Articles of Incorporation filed with the state on March 4, 1996.

I have enclosed a check in the amount of \$ 35.00 to cover the costs of filing this change.

Sincerely,

*Sam Winer*  
Sam Winer,  
President

~~WEL 8/2/96~~

FILED

96 NOV -6 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SH 11/6*



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 29, 1996

Sam Winer  
251 Windward Passage  
Suite F  
Clearwater, FL 34630

**SUBJECT: POWR RECORDS, INC.**  
Ref. Number: P96000019505

We have received your document for POWR RECORDS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 796A00049718

AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
POWR RECORDS, INC.

This document number on this corporation is P96000019505

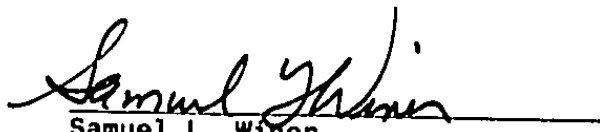
ARTICLE I-NAME AND ADDRESS

This amendment, dated November 4, 1996 will change the name of the corporation to:

GLOBAL MUSIC NETWORK, INC.

The address of the corporation remains the same, which is 251 Windward Passage, Suite F, Clearwater, FL 34630.

This Amendment has been voted on and is agreed upon unanimously by the stockholders of this corporation. It is further agreed that this will be the only change to the Articles of Incorporation filed with the State of Florida on March 4, 1996.

  
Samuel L. Winer  
President, Secretary/Treasurer  
Resident Agent

November 4, 1996

FILED  
96 NOV -6 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA